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UNTOLD TALES of SPIDER-MAN®

OLIFFE

Bitten by a radioactive spider, high school student **Peter Parker** gained the spider's powers, and soon became the costumed crimefighter the entire world would one day come to know as **Spider-Man!** In the early days of his career, when his amazing powers were still new to him, the teenaged Spider-Man struggled to learn about himself and his abilities, while trying to lead a **normal life!** It would **not** be easy...

STAN LEE PRESENTS... UNTOLD TALES OF SPIDER-MAN!

HARRY'S STORY

THIS IS THE STORY OF A BOY -- A BOY WHO'LL BE VERY IMPORTANT TO THE AMAZING SPIDER-MAN, AS BOTH HIS BEST FRIEND AND HIS MOST FEARED ENEMY. BUT FOR NOW, IT'S JUST THE STORY OF A BOY...

...A BOY AND HIS FATHER...

FINAL

Daily Globe

BIG MAN UNMASKED

Spider-Man Helps Police Capture Notorious Enforcers; Crime Boss Revealed to be Daily Bugle Employee

HEY, DAD --

The Big Man, masked crimelord (artist's rendition)

5'6" 5'5" 5'4" 5'3" 5'2" 5'1"

#DS53688W

Frederick Foswell, Bugle employee and the Big Man's true face

The Enforcers -- from left to right: Montana, the Ox, and Fancy Dan (artist's renditions)

A TALE OF FAMILY, FRIENDS & THE FUTURE,

BY:

KURT BUSIEK WRITER

PAT OLLIFFE BREAKDOWNS

PAM EKLUND & AL MILGROM FINISHES

RICHARD STARKINGS AND COMICRAFT LETTERING

STEVE MATTSSON COLORS

TOM BREVOORT EDITOR

BOB HARRAS EDITOR IN CHIEF

notorious Enforcers — the Ox, Montana and Fancy Dan. As Spider-Man battled the Big Man, police ...ly established control of the ...on, apprehending the mobsters, ...ering papers that will aid ...and federal authorities in ...g many of the captured

...e hit a motherlode," said ...el Scarfe of the Twelfth ... The Big Man had recently ...st full charge of the New ... and apparently, he was ... give specific orders to these ...rs on how to deal with the fact ...e kept busting his boys. They ...being pretty tight-lipped, but that ...wasn't enough for him, so he'd worked ... out plans for better security ... assignments ...

patrolwoman Misty Knight, who recovered much of the material, working with Scarfe. "It'll be like Christmas every day for the next six months. I'd give my right arm for some of this evidence — but I don't have to, do I?"

The Big Man himself escaped from the garage and fled in a car identified as belonging to Daily Bugle columnist Frederick Foswell. In the car were found special built-up shoes, an oversized, padded jacket, and an electronic amplifier to make the diminutive Foswell look and sound like the powerful, imposing Big ... Foswell ...

secretly the Big Man. According to police spokesmen, Foswell freely admitted that he was the Big Man, and claimed that his ruse would have gone utterly undetected, if not for "some crummy luck."

The Bugle had been insistent in editorials and columns that Spider-Man, unlike super heroes the Fantastic Four and the Avengers, is a criminal who must be brought to justice. This new revelation has led some to ... that the Bugle may have ...

Newsdealers report sales of the Bugle are down, as readers apparently have come to distrust the Bugle's accusations. "It's nice to see New Yorkers realizing the Globe's the paper to trust," said Globe Picture Editor Barney Bushkin. "We've been giving the most even-handed coverage to the crisis, as we do to all ... that affects Man...

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I'M HARRY OSBORN -- THE SON OF NORMAN OSBORN, HEAD OF OSBORN INDUSTRIES.

THE KIDS AT SCHOOL THINK LIFE MUST BE PRETTY COOL, BEING THE SON OF A MILLIONAIRE WHO CAN BUY ANYTHING, OR GO ANYWHERE --

-- TAKE A LOOK AT THIS! SPIDER-MAN HELPED THE COPS CATCH THE ENFORCERS -- AND THE BIG MAN HAS BEEN CAPTURED, TOO!

ACTUALLY, IT'S MORE LIKE THE COPS HELPED SPIDER-MAN, SINCE --

HARRY!

HOW MANY TIMES HAVE I TOLD YOU NOT TO INTERRUPT ME WHEN I'M WORKING? I'M A BUSY MAN --

-- I JUST CAN'T CLOSE DOWN THE BUSINESS EVERY TIME YOU READ SOME STUPID THING IN THE NEWSPAPER!

4TH QUARTER PROJECTIONS

-- BUT, WELL --

BUT -- I KNEW YOU'D BEEN CLIPPING THE CRIME NEWS RECENTLY, SO I THOUGHT YOU'D WANT TO --

WELL, QUIT THINKING!

WHAT -- WHAT'S HAPPENED TO YOU, DAD --?

YOU'VE CHANGED -- YOU'RE SO ANGRY ALL THE TIME NOW --

-- SOMETIMES... SOMETIMES IT'S NOT SO GREAT.

HONESTLY, I DON'T KNOW HOW YOU CAN BE SO STUPID --!

I'M JUST SICK OF HAVING SUCH A WHINY, STUPID, USELESS SON! NOW GET OUT --

-- I'VE GOT WORK TO DO!

O-OKAY...

...I'LL BE GOING TO A MOVIE WITH *GWEN STACY* LATER -- YOU KNOW, CAPTAIN STACY'S *DAUGHTER* --?

-- BUT I'LL BE BACK AROUND NINE IF YOU *NEED* ME FOR ANYTHING...

NEED *YOU?* WHY WOULD I EVER NEED A *WORTHLESS NINCOMPOOP* LIKE YOU?!

SOMETIMES...

NORMAN OSBORN

SOMETIMES IT'S JUST AWFUL...

GOOD -- HE'S *GONE.*

NOW I CAN *DROP* THIS SHAM -- STOP PLAYING THE HARRIED *BUSINESS EXECUTIVE* -- THE DOTING *FATHER* --

-- NOW I CAN *DROP EVERYTHING* --

CLIK

SHAAAAAAAK!

-- AND GET TO MY *REAL WORK.*

MY *REAL* WORK...

IT WASN'T SO LONG AGO ***OPPORTUNITY*** STRUCK, WAS IT?

THAT ***STROMM,*** MY IDIOT PARTNER, WAS FOOLISH ENOUGH TO ***EMBEZZLE MONEY*** FROM THE COMPANY --

"-- LEAVING ME FREE TO HAVE HIM ***JAILED,*** AND TAKE COMPLETE CONTROL OF THE FIRM... AND ALL OF ***STROMM'S NOTES!***

"STROMM WAS ***BRILLIANT*** -- AND WHEN I TRIED TO ANALYZE HIS WORK, I CREATED A ***CHEMICAL EXPLOSION*** --

"-- AN EXPLOSION THAT LEFT ME ***SEETHING*** WITH POWER -- AND SEEING MORE ***CLEARLY*** THAN EVER BEFORE!

"THE WORLD BELONGS TO THE ***STRONG*** --

"-- SO I HIRED THE SCORCHER TO ***STEAL*** ME MORE SECRETS --

"-- PLANS FOR EXPERIMENTAL ***ELECTRONICS*** EQUIPMENT, COMPACT ***TURBINE ENGINES,*** EXPLOSIVES --

"-- PLANS I CAN MAKE ***FAR*** BETTER USE OF THAN THE FOOLS WHO CREATED THEM COULD EVER ***HOPE*** TO.

"I'VE WORKED ***LONG*** AND ***HARD*** FOR THIS MOMENT --"

BUGLE

VULTURE ATTACH
BUGLE PUBLIS

DAILY RECORD-LEDGER
WHO IS THE BIG MAN?

POST-BULLETIN
S CRIME GOING "SUPER"?

Daily Globe
"THUG" THATCHER
NDICTED, STEEL
MOB SMASHED

-- AND NOW I'M READY TO ***ACT,*** READY TO ***STRIKE!***

ALL I NEED IS THE ***RIGHT MOMENT*** --

-- ALL CARS! ALL CARS IN THE VICINITY OF BENSON'S DEPARTMENT STORE! THE ENFORCERS HAVE BROKEN FREE OF POLICE CUSTODY --

-- AND ARE BATTLING SP!DER-MAN AT BENSON'S DEPARTMENT STORE! I REPEAT --

Eh? MY POLICE SCANNER --!

Ah...

...AND THE BIG MAN *DEPOSED*, HARRY SAID? THE MOMENT HAS *COME*.

OVERLORD TO VASSAL. OVERLORD TO *VASSAL*.

RESPOND, VASSAL --

"-- IT'S TIME FOR YOU TO GO TO *WORK*..."

YOW!

I'LL SAY THIS, FANCY DAN -- YOU'RE *PERSISTENT*! BUT FOR ALL YOUR NIFTY *JUDO TRICKS*, AREN'T YOU -- Ah --

-- A LITTLE OUT OF YOUR *DEPTH*, HERE?

KEEP *TALKING*, SMART GUY! YOU'VE GOT *SPIDER-STRENGTH*, AND *SPIDER-SPEED* -- AND SPIDER-*BREATH*, FOR ALL I KNOW!

ME --

SPIDER-MAN'S *FIGHTING* THEM! BUT -- ISN'T *HE* A CRIMINAL, TOO?!

NO -- THE *DAILY GLOBE* SAYS --

FORGET THE PAPERS -- THEY'RE IN ON IT, TOO! IT WAS A REPORTER BOSSING THOSE GUYS AROUND BEFORE --

-- WHY NOT SPIDER-MAN NOW?!

-- ALL *I'VE* GOT IS PARTNERS!

Uh-oh!

A LITTLE *TIP* FOR YOU, WISE GUY!

IT'S HARD TO *DODGE* WHEN YOU'RE ALREADY IN MID-AIR!

LEMME *AT* 'IM, MONTANA!

HOLD YER *HORSES,* OX! OL' MONTANA'S GOIN' T'SHOW THIS BOY A FEW THINGS ABOUT *HOG-TYIN'* -- WITH HIM AS THE *HOG!*

Oh, REALLY?

WELL, I'VE GOT A FEW THINGS TO TEACH YOU ABOUT *WEB-SLINGING* --

AAAH!

-- THE FIRST LESSON'S ABOUT WHEN TO *LET GO!* OOPS --

-- WELL, WE CAN TRY THAT AGAIN *LATER!*

HAPPY *LANDINGS,* GUYS! AND HEY, FOR THOSE OF YOU IN OUR STUDIO AUDIENCE HAVING TROUBLE *KEEPING SCORE* --

-- *THOSE* ARE THE BAD GUYS!

MONTANA, YOU --

--OOF!

SLAM

SPLOOSH

C'MERE, YOU!

JUST LEMME GET CLOSE ENOUGH -- AN' I'LL WIPE THAT SMILE OFF YER FACE!

BOY, OX --

-- YOU REALLY ARE AS DUMB AS YOU LOOK, AREN'T YOU?

Huh?

FIRST, I DON'T HAVE A SMILE ON MY FACE -- I DON'T EVEN HAVE A MOUTH!

SECOND --

SKZAKK

"SKZAKK?" WHO SAID "SKZ --

Uh-oh! THAT ELEVATOR --!

-- KEEPING IN MIND THAT THERE'S NO ORNAMENTAL FOUNTAIN UNDER US, LIKE THERE WAS UNDER MONTANA AND FANCY DAN --

-- HERE I AM!

NOW WHAT WAS IT YOU WANTED TO GET CLOSE ENOUGH FOR?

Ah --

-- Ah --

AAAAA

SOMEONE'S CUT THE *CABLE* -- AND BUSTED THE *EMERGENCY BRAKES*, TO BOOT!

GOTTA MOVE *FAST*, BEFORE IT --

AAAH!

FEELS LIKE... I TORE MY ARMS... OUT OF THEIR SOCKETS...

BUT *STILL...*

THWIP

IT WAS *I*, SPIDER-MAN!

CALL ME... *the* HEADSMAN!

...WHO WANTS TO BET THAT TOMORROW'S BUGLE EXPLAINS HOW I *"TERRORIZED AN ELEVATOR FULL OF INNOCENT SHOPPERS"*?!

NOW TO FIND OUT *WHO* CUT THE --

I'VE SAID IT *BEFORE* AND I'LL SAY IT *AGAIN* --

--Uh-oh!

SWATT

KRANG!

Oh, MAN... HE'S FASTER THAN HE LOOKS...

HE'S DOWN! LET'S GET HIM!

HOLD, ENFORCERS!

AND WHOSE LITTLE BOY ARE YOU?

DOES IT MATTER? I SAVED YOU FROM CAPTURE, AND YOU OWE ME.

MEET ME AT THIS ADDRESS AT TEN O'CLOCK SHARP!

NOW GO --

-- I'LL TAKE CARE OF SPIDER-MAN!

SHUKK

AAH!

M-MY FACE --!

YOU'RE GOOD, BOY! GOOD ENOUGH TO KEEP YOUR HEAD ON YOUR SHOULDERS --

-- BUT NOT SO GOOD AS TO ESCAPE DAMAGE ENTIRELY. Eh?

IF -- IF ANYONE SEES --!

HAHAHAHA

RUN, SPIDER-MAN! RUN LIKE THE SCARED RABBIT YOU ARE! AND KNOW THAT IF WE MEET AGAIN --

-- IT'LL GO FAR WORSE FOR YOU!

WHY IS HE RUNNING? ISN'T HE GOING TO PROTECT US?

SPIDER-MAN'S TURNED COWARD! OR MAYBE --

-- MAYBE HE DOES HAVE SOMETHING TO HIDE!

YEAH, YEAH, YEAH!

SOME DAYS --

"-- SOME DAYS YOU JUST CAN'T WIN FOR *LOSING!*"

I JUST WISH I COULD *HELP* HIM IN SOME WAY, YOU KNOW? I WISH I COULD *DO* SOMETHING FOR HIM --

-- SHOW HIM I'M NOT THE USELESS KID HE *THINKS* I AM!

I *KNOW*, HARRY. SOMETIMES, WHEN *MY* DAD'S WRAPPED UP IN ONE OF HIS POLICE CASES --

BENSON'S

-- WELL, IT'S ALL I CAN DO TO MAKE HIM REMEMBER TO *EAT!*

YOUR DAD. I USED TO THINK MY DAD WAS *LIKE* YOUR DAD, GWEN, BUT --

MAYBE IT'D BE BETTER IF YOU DON'T *THINK* ABOUT IT SO MUCH, HARRY. LET'S TALK ABOUT SOMETHING ELSE, LIKE WHAT *MOVIE* WE'RE GOING TO --

--SAAH!

H-huh--?!

Oh! SORRY, *SORRY* --

-- I WASN'T LOOKING WHERE I WAS --

--GUHH!

:UFF!:

KRAK

WHUMP

-- SO THERE I AM, GOING OUT FOR A ***LONG BOMB,*** WHEN --

-- HEY!

LOOK AT THAT, FLASH -- A ROLL OF FILM, OUT FOR AN ***AFTERNOON STROLL.*** NOT SOMETHING YOU ***SEE*** EVERY DAY...

TEK

TEK

TEK

HEY! I NEED THAT, JASON! THAT'S ***MINE!***

Oh, AND THE FILM HAS A ***PET -- PETER PARKER,*** MIDTOWN HIGH'S FAVORITE TOTAL ***NONENTITY!***

WHAT ***IS*** IT, PARKER -- YOUR AUNT SEND BACK ***VACATION SNAPS*** FROM FLORIDA AND YOU'RE DESPERATE TO SEE THE ***CANASTA LEAGUE*** IN ACTION?

NEVER ***MIND,*** JASON!

JUST GIVE IT ***BACK*** -- I DON'T HAVE TIME TO LISTEN TO YOU FLAPPING YOUR ***JAW!***

NAB

WELL, ***HE*** WAS IN A MOOD, WASN'T HE--?

Aw, WHO CARES? LET'S GET INTO ***BENSON'S*** --

-- AND FIND OUT IF THERE'S ANYTHING LEFT TO SEE FROM THE ***SPIDEY*** FIGHT! MAYBE WE CAN GET A ***SOUVENIR*** OR SOMETHING!

YOU ***COMING,*** SALLY?

Hm? SURE, SURE -- RIGHT ***BEHIND*** YOU.

I THINK I RECOGNIZE THE ***BIG*** GUY -- HE'S ***QUARTERBACK*** FOR SOME HIGH SCHOOL IN QUEENS THAT TROUNCED STANDARD ALL LAST SEASON.

Oh WELL, IT'S NOT ***IMPORTANT.*** LET'S GET TO THAT ***MOVIE,*** SHALL WE?

SURE, HARRY. I JUST ***WONDER*** --

"-- WHERE THAT *OTHER* KID WAS GOING TO IN SUCH A *HURRY?*"

DAILY GLOBE

HI, DOROTHY! ANY WORD FROM *BETTY?*

STILL ON HER *LEAVE OF ABSENCE*, PETER! BUT I HOPE SHE COMES BACK *SOON*, 'CAUSE I DON'T KNOW HOW SHE *COPES* WITH THIS JAMESON GUY!

I'M HALF-READY TO TELL THE TEMP AGENCY TO SEND *SOMEONE ELSE* TOMORROW -- BEFORE I SLIT MY *WRISTS!*

SPEAKING OF THE *TERRROR OF WALLACHIA* -- IS HE IN? I NEED TO SEE HIM ABOUT --

PARKER!

THIS IS *YOUR* FAULT, PARKER! WE NEVER DID GET ANY ENFORCERS PHOTOS --

-- CIRCULATION IS DOWN OVER THIS *BIG MAN* MESS -- SPIDER-MAN LOOKS LIKE A HERO, WE LOOK LIKE *GOATS* -- I NEED TO FIND A WAY TO *FIX* IT --

-- AND *YOU* HAVE THE NERVE TO --

-- TO --

EXCLUSIVE SHOTS OF SPIDER-MAN BATTLING THE *ENFORCERS*. TAKEN LESS THAN *HALF AN HOUR* AGO.

PETER, MY BOY! YOU KNOW I'VE ALWAYS *LIKED* YOU!

I TELL YOU WHAT -- I'LL PAY YOU *HALF-PRICE* FOR THESE, AND WE'LL CALL EVERYTHING *SQUARE!*

THANKS JUST THE SAME, BUT HOW ABOUT YOU PAY *FULL PRICE*, AND WE'LL CALL IT *RECTANGULAR?* THE CHECK, THAT IS.

IT'S *HIGHWAY ROBBERY* -- BUT IT'S A DEAL! I CAN USE THESE PHOTOS TO *CONNECT* SPIDER-MAN AND THE ENFORCERS --

-- SHOW THAT HE *HELPED* THEM ESCAPE, AND --

I WOULDN'T *DO* THAT IF I WERE YOU, Mr. JAMESON.

I HAVE A HUNCH THAT OL' SPIDEY'S GOING TO *TRACK* THE ENFORCERS *DOWN* AND BRING THEM IN --

"-- AND SOON!"

IT'S NOT *FAIR.*

DAD'S LOCKED HIMSELF IN HIS *LAB* AGAIN, AND HE WON'T EVEN *TALK* TO ME.

I DON'T EVEN KNOW WHAT I DID *WRONG.* IF HE'D *TELL* ME, I'D FIX IT. *WHATEVER* IT IS.

IF HE'D JUST *TELL* ME...

OSBORN CU

CRNK

Huh? WHAT'S *THAT?*

THE LOADING DOCK'S *CLOSED!* THERE SHOULDN'T BE ANYB --

THIS IS TH'PLACE, Huh? DON'T *LOOK* LIKE MUCH.

IT'S NOT WHAT'S ON THE *OUTSIDE* THAT MATTERS, OX -- EXCEPT IN YOUR CASE.

COME ON -- LET'S GET *INSIDE.*

THAT -- THAT WAS THE *ENFORCERS!*

B-BUT --

-- WHAT ARE *THEY* DOING HERE?

THEY COULD HURT MY *DAD* --

WHAT DO I *DO* --?!

Huh?!

SPIDER-MAN! HE MUST BE *LOOKING* FOR THEM! WELL --

-- I'D BETTER MAKE SURE HE *FINDS* THEM, THEN!

PFOOM

AN OSBORN #4 DISTRESS FLARE!

PART OF THE OSBORN CATALOG FOR 27 YEARS! DEPENDABLE, INEXPENSIVE -- AND COAST GUARD RECOMMENDED!

Hm?

HE SAW IT! HE'S COMING THIS WAY!

BOY --

"-- DAD CAN'T SAY I SCREWED UP THIS TIME!"

THIS WAY, GENTLEMEN.

THIS WAY TO WHAT, HEADSMAN? YOU DID US A FAVOR EARLIER --

-- BUT THAT ONLY BUYS YOU SO MUCH. WHAT'S YOUR GAME?

YOU'LL KNOW IN DUE TIME, FANCY DAN. FOR NOW, JUST --

AW, C'MON, HEADSY -- DON'T KEEP US IN THE DARK!

WHAT, YOU'RE GOING TO ROB THE PLACE FOR SOME GETAWAY CASH, OR SOMETHING? BE A PAL, SPIT IT OUT --

-- I LIKE MY BADDIES TO EXPLAIN THEIR PLANS BEFORE I MUSS 'EM UP!

SPIDER-MAN!

GET HIM, BOYS!

GIVE ME A BREAK, GUYS!

LOOK, YOU THREE MIGHT HAVE AN ADVANTAGE OUT IN THE OPEN, WHERE YOU CAN BRING YOUR ABILITIES TO BEAR --

-- AND I'M SAYING MIGHT, MIND YOU --

H-HEY!

-- BUT IN CLOSE QUARTERS, IN THE DARK, STUMBLING INTO EACH OTHER --

-- I MEAN, LET'S GET SERIOUS HERE!

WAK!

OW!!

DAD, DAD -- CAN YOU HEAR ME?

IT'S GONNA BE OKAY, DAD -- THE ENFORCERS ARE HERE, BUT I BROUGHT SPIDER-MAN IN, AND HE'LL TAKE CARE OF THEM!

NOTHING TO WORRY ABOUT, DAD!

NORM

THIS IS INFURIATING!

I BEAT HIM -- I HUMILIATED HIM -- AND HERE HE IS, LAUGHING AND MAKING JOKES, LIKE NOTHING HAPPENED!

SPIDER-MAN --

-- I'VE GOT A BONE TO PICK WITH YOU!!

YEAH? WHAT A COINCIDENCE!

DO YOU HAVE ANY *IDEA* HOW HARD IT IS TO SEW UP A MASK LIKE MINE SO THE *SEAMS* DON'T SHOW? *DO* YOU?

THAK

Ah-ah! I'M NOT OVER *THERE* ANY-MORE!

I'M OVER *HERE* NOW! OR WAIT --

-- AM I OVER *HERE?*

BLAST YOU, SPIDER-MAN --

-- WHEREVER YOU JUMP -- WHEREVER YOU *DODGE* --

Ahh --

-- POIFECT!

ZK'HUKK

-- I'LL SLICE YOU IN TWO!!

HEADSMAN -- NO! THE SCRAP BIN --

-- YOU CUT THROUGH THE SUPPORT --!

STOP HIM!

THAT TAKES CARE OF THE ENFORCERS -- AND ALL I HAD TO DO WAS WALK YOU THROUGH IT!

POK

NOW LET'S SEE WHAT HAPPENS --

"-- WHEN WE DISCONNECT THAT OVERSIZED CLEAVER OF YOURS FROM ITS POWER SOURCE!"

KRIKAK

BKAKK

MY POWER PACK --!

YOU'VE SHORTED OUT MY POWER PACK!

GEE, DID I DO THAT? A "SCARED RABBIT" LIKE ME? NAW, HEADS, YOU MUST BE CONFUSED --

KIXX SKAKT

SPIDER-MAN...

Ah, I'M GOING TO HAVE TO GET BACK TO YOU, HEADS...

...GOING TO...CRUSH YOU...SPIDER-MAN...

LOOK, OX, YOU'VE HAD A ROUGH DAY -- ESPECIALLY WITH THAT LOAD OF SCRAP DUMPED ON YOU. DO US BOTH A FAVOR, WILL YOU --

KRAK

-- LIE DOWN AND GO TO SLEEP!

Oh, GREAT.

THE OX DIDN'T SLOW ME UP MUCH, BUT IT WAS ENOUGH FOR THE HEADSMAN TO GET AWAY --

--AND AT THE SPEED THAT PLATFORM OF HIS TRAVELS, HE'LL LOSE HIMSELF IN THE BACK-ALLEYS BEFORE I COULD CATCH UP TO HIM!

Oh, WELL. AT LEAST I CAUGHT THE GUYS I WAS AFTER.

THAT'S GOTTA COUNT FOR SOMETHING, RIGHT?

YEAH, THE KIDS AT SCHOOL THINK IT MUST BE PRETTY GREAT TO BE THE SON OF NORMAN OSBORN.

-DAD? DAD? PLEASE, DAD --

BUT SOMETIMES...

BLAST IT!

HE FAILED! HE FAILED! I GAVE HIM EVERYTHING HE NEEDED AND HE JUST WASN'T GOOD ENOUGH!

FIRST THE SCORCHER, NOW THE HEADSMAN! THEY DON'T HAVE MY BRAINS -- MY ABILITY!

WELL, NO MORE DELEGATING POWER -- FROM NOW ON, I GO WITH MY FIRST INSTINCTS!

I'LL USE THE EQUIPMENT MYSELF! I'LL BECOME THE EQUAL OF SPIDER-MAN --

-- NO, THE SUPERIOR!

ALL I NEED --

-- ALL I NEED IS THE RIGHT FACE TO PRESENT TO THE WORLD --

-- THE RIGHT IDENTITY --

SOMETIMES...

-- WHY WON'T YOU LET ME IN?

NEXT:

BATWING!

The LIZARD!

And a guest-artist -- classic Spidey penciler RON FRENZ!